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Hearing Date: November 5, 2008, at 10:00 a.m.

Attorneys for Global Thematic Opportunities Fund LP,
Panton Master Fund, L.P., CFIP Master Fund, Ltd.,
Cura Fixed Income Arbitrage Master Fund, Ltd.,
Turnberry Leveraged Credit Master Fund, L.P.,
Investcorp Interlachen Multi-Strategy Master Fund
Limited, Investcorp Fixed Income Relative Value
Fund Ltd., Investcorp Silverback Arbitrage Master
Fund Limited, Diamond Notch Opportunities
Master Fund, Ltd., and Tang Capital Partners, L.P.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

LEHMAN BROTHERS HOLDINGS, INC., et al.,

Debtors.

Chapter 11

Case No. 08-13555-JMP

(Jointly Administered)

**FIRST AMENDED JOINDER TO THE MOTIONS FOR
LEAVE TO CONDUCT RULE 2004 DISCOVERY OF
LEHMAN BROTHERS HOLDINGS INC. AND OTHERS**

Global Thematic Opportunities Fund LP, Panton Master Fund, L.P., CFIP Master Fund,
Ltd., Cura Fixed Income Arbitrage Master Fund, Ltd., Turnberry Leveraged Credit Master Fund,
L.P., Investcorp Interlachen Multi-Strategy Master Fund Limited, Investcorp Fixed Income

Relative Value Fund Ltd., Investcorp Silverback Arbitrage Master Fund Limited, Diamond Notch Opportunities Master Fund, Ltd., and Tang Capital Partners, L.P. (the “Joining Parties”), by their undersigned attorneys, join in (i) the Motion of the Harbinger Funds for Leave to Conduct Rule 2004 Discovery of Debtor Lehman Brothers Holdings Inc., dated September 26, 2008, and (ii) the Motion of Newport Global Opportunities Fund LP, Newport Global Credit Fund (Master) L.P., PEP Credit Investor L.P. and Providence TMT Special Situations Fund L.P. for Leave to Conduct Rule 2004 Discovery of Debtor Lehman Brothers Holdings Inc. and Other Entities, dated September 29, 2008 ((i) and (ii) together, the “2004 Motions”), and aver as follows:

1. The Joining Parties include parties to (a) prime brokerage agreements with Lehman Brothers, Inc. (“LBI”) and several of its affiliates, including, among others, Lehman Brothers Holdings, Inc. (“LBHI”), (b) margin lending and securities lending agreements with Lehman Brothers International (Europe) (“LBIE”), and/or (c) other agreements, including swap agreements, with one of the Lehman Entities (defined below) that are guaranteed by LBHI.

2. LBHI filed its petition for relief under chapter 11 of the Bankruptcy Code on September 15, 2008.

3. On September 19, 2008, the United States District Court for the Southern District of New York entered the Order Commencing Liquidation with respect to LBI, pursuant to which LBI became the subject of a proceeding under the Securities Investor Protection Act of 1970 (“SIPA”), and James W. Giddens was appointed to act as the SIPA Trustee.

4. On September 16, September 19, October 3, and October 5, 2008, a number of LBHI/LBI affiliates (collectively, the “Lehman Entities” or the “Debtors”) filed petitions for relief under chapter 11 of the Bankruptcy Code.

5. In view of the Joining Parties' agreements with and substantial claims against the Lehman Entities, the Joining Parties wish to obtain information and review documents relating to the following subjects (the "Subjects"): (a) the assets and liabilities of the Lehman Entities and (b) the transfer of assets or funds (i) between and among the Lehman Entities, (ii) to the Lehman Entities from other entities, and (iii) to other entities from the Lehman Entities.

6. In order to obtain information about the Subjects, and without waiving the Joining Parties' rights to seek further or additional relief pursuant to Fed. R. Bankr. P. 2004 at a later date, the Joining Parties hereby join in the 2004 Motions. More particularly, the Joining Parties seek (a) to participate in the deposition of LBHI's Chief Financial Officer and/or any other person(s) most knowledgeable at LBHI or the other Lehman Entities, (b) to participate in any other or further depositions to be conducted involving any one or more of the Subjects, and (c) production of any and all documents produced by any of the Lehman Entities to the movants of the 2004 Motions or any other person, party or entity relating to or concerning the Subjects.

7. The Joining Parties respectfully submit that they are entitled to the relief requested herein pursuant to Fed. R. Bankr. P. 2004. The Joining Parties further respectfully submit that the implementation of a coordinated discovery mechanism in these cases, which permits customers, creditors, and other parties in interest to obtain information relating to the Debtors' assets and liabilities (and the other Subjects described above), will benefit all parties (including the Debtors' estates) because it will facilitate the dissemination of information in an efficient, cost-effective, and orderly manner.

WHEREFORE, for the reasons set forth above and in the 2004 Motions, the Joining Parties respectfully request that this Court enter an order (a)(i) granting the Joining Parties the right to participate in the deposition of LBHI's Chief Financial Officer and/or any other

person(s) most knowledgeable at LBHI or the other Lehman Entities, (ii) granting the Joining Parties the right to participate in any other or further depositions to be conducted involving any one or more of the Subjects, (iii) requiring that any and all documents produced by any of the Lehman Entities to the movants of the 2004 Motions or any other person, party or entity relating to or concerning the Subjects shall be produced by the Lehman Entities to the Joining Parties, (b) granting the 2004 Motions, and (c) granting the Joining Parties such other and further relief as this Court deems just and proper.

Dated: New York, New York
October 28, 2008

SEWARD & KISSEL LLP

By: /s/John R. Ashmead

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